



Regd. Office : Lotus Plaza, 732/1, Sector - 14, Old MG Road,
Gurgaon-122001, Haryana INDIA, **Tel. :** 0124-4038344
Email id : newtimeinfra2010@gmail.com, **Website :** newtimeinfra.in
CIN : L24239HR1984PLC040797

Ref.: NIL/BSE/2018

Dated: 17.05.2018

To

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Dear Sir/Madam,

SCRIP CODE: 531959

Sub: Submission of Notice of Postal Ballot and Calendar of Events

We refer to the Outcomes of Board Meeting dated 10th May, 2018, wherein we had inter alia, informed that Board of Directors at its Meeting held on 10th May, 2018, had subject to approval of the shareholders to be obtained by means of a Postal Ballot, approved:

1. Borrowing of monies by Archon Estates Private Limited (Material Subsidiary of the Company) under section 180(1)(c) of the Companies Act, 2013
2. Creation of security in relation to the monies to be borrowed by Archon Estates Private Limited under section 180(1)(a) of the Companies Act, 2013 and under Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015
3. Disposal of Assets and pledge of Shareholding of Archon Estates Private Limited under section 180(1)(a) of the Companies Act, 2013 and under Regulation 24(6) and Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015
4. Related party contracts/arrangements/transactions proposed to be entered into by Archon Estates Private Limited with Brassco Engineering Limited and W.L.D. Investments Private Limited under section 188 of the Companies Act, 2013 and under Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015
5. Appointment of M/s Gurvir Makkar & Co., Chartered Accountants as Statutory Auditor of the Company to fill the casual vacancy caused by resignation given by M/s A.C Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company
6. Approval of the Postal Ballot notice along with the Postal Ballot Form and calendar of events for obtaining consent of the Shareholders of the Company on aforesaid matters through Postal Ballot.



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In compliance with Regulation 30 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Postal Ballot Notice dated 10th May, 2018 along with the Explanatory Statement and Postal Ballot Form in terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, which is being sent to the Members of the Company, for seeking their approval in relation to the aforesaid Resolutions.

With reference to the captioned subject, please find attached herewith the Postal Ballot notice along with the Postal Ballot Form and calendar of events for obtaining consent of the Shareholders of the Company on aforesaid matters through Postal Ballot.

Postal Ballot notice along with the Postal Ballot Form and calendar of events are also being uploaded on the website of the Company at the link www.newtimeinfra.in.

You are requested to kindly take the same on record and oblige.

Thanking You,

For NEWTIME INFRASTRUCTURE LIMITED

AMMAN KUMAR
DIRECTOR
DIN: 03456445

NEWTIME INFRASTRUCTURE LIMITED

CIN: L24239HR1984PLC040797

Registered Office: LOTUS PLAZA, 732/1 SECTOR 14 OLD MG ROAD GURGAON, HARYANA - 122001

Tel: 0124-4038344

Website: www.newtimeinfra.in, Email: newtimeinfra2010@gmail.com

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and with Rule 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings (SS-2) and pursuant to other applicable laws and regulations, if any, that the Resolutions appended below are proposed to be passed by the Members through Postal Ballot including Electronic voting (e-voting).

The Board of Directors of the Company has appointed M/s. S. Khurana & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6:00 P:M on June 17, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s).

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means".

The Scrutinizer will submit his report to the Chairperson or any other Director of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The result of postal ballot shall be declared on June 18, 2018 and shall be communicated to the Stock Exchange and would also be displayed on the Company's website at www.newtimeinfra.in.

PROPOSED RESOLUTIONS:

ITEM NO.1:

To approve the borrowing of monies by Archon Estates Private Limited ("Archon") (Material Subsidiary of the Company) under section 180(1)(c) of the Companies Act, 2013

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT consent of the Company be and is hereby accorded for Archon to borrow from time to time, in one or more tranches, any sum or sums of money, from any banks, financial institutions or any other companies or persons, provided that the total amount so borrowed shall not at any time exceed Rs. 1,000,00,00,000/- (Rupees One Thousand Crores only).

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purposes of giving effect to this Resolution."

ITEM NO.2:

To approve the creation of security in relation to the monies to be borrowed by Archon under section 180(1)(a) of the Companies Act, 2013 and under Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT consent of the Company be and is hereby accorded for Archon (being a material subsidiary of the Company), in terms of provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015) to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage, hypothecate or create any other lien, security interest and/or encumbrance over / in respect of the whole or substantially the whole of the undertaking(s) of Archon and/or any other movable or immovable properties or assets or cash-flows or revenues of Archon at such time and on such terms and conditions as may Archon may deem fit, provided that the total amount for which such security are being created to secure the Borrowings shall not at any time exceed Rs. 1,000 ,00,00,000/- (Rupees One Thousand Crores only) over and above the paid up capital of Archon and its free reserves.

RESOLVED FURTHER THAT in case of enforcement of such security and consequent sale, transfer, alienation, appropriation, exchange and/or disposal of the movable and/or immovable properties of Archon, neither the members nor the Board of Directors of the Company shall be required to provide any further consent in relation to such enforcement.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purposes of giving effect to this Resolution."

ITEM NO.3:

To consent to disposal of assets and properties and pledge of shareholding of Archon under section 180(1)(a) of the Companies Act, 2013 and under Regulation 24(6) and Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT consent of the Company be and is hereby accorded for the sale, transfer or disposal of moveable and immovable properties of Archon (and/or any liabilities in connection therewith, if required) including by way of asset sale, slump sale, scheme of arrangement, scheme of amalgamation, scheme of merger, scheme of demerger, etc. and pursuant thereto Archon shall be required to take all necessary actions and execute such deeds, documents, letters, agreements, powers of attorney, writings, papers and make necessary filings, convene meetings of its creditors and shareholders, etc. as may be required, from time to time.

RESOLVED THAT consent of the Company be and is hereby accorded for creation of pledge over 100% of equity shares of Archon ("**Pledged Shares**") , legally and/or beneficially held by Vincent Infraprojects Private Limited, a wholly owned subsidiary of the Company and its nominee(s) ("**Pledgor(s)**") as security for the Borrowings, including but not limited to the granting to the holder of such pledge the power to directly or indirectly, sell, transfer, alienate, dilute, convert, appropriate, exchange and/or dispose the Pledged Shares as well as to attend meetings of the shareholders of Archon and vote in such meetings on behalf of the Pledgor(s) and pursuant thereto the Pledgor(s) and Archon is required to execute such

deeds, documents, letters, agreements, powers of attorney, writings, papers, as may be required, from time to time.

RESOLVED FURTHER THAT in case of invocation of the pledge and consequent sale, transfer, alienation, dilution, conversion, appropriation, exchange and/or disposal of the Pledged Shares, neither the members nor the Board of Directors of the Company shall be required to provide any further consent in relation to such invocation.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purposes of giving effect to this Resolution."

ITEM NO.4:

To approve related party contracts / arrangement / transactions proposed to be entered into by Archon Estates Private Limited ("Archon") with Brassco Engineering Limited ("Brassco") and W.L.D. Investments Private Limited ("W.L.D.") under section 188 of the Companies Act, 2013 and under Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**"), consent of the Company be and is hereby accorded to Archon to enter into related party transactions proposed to be entered into by Archon with Brassco Engineering Limited ("**Brassco**") and W.L.D. Investments Private Limited ("**W.L.D.**") involving granting of loans, granting of / placing inter-corporate deposits, payment of advances, making necessary payments / deposits / advances, etc. for the purpose of availing or rendering of any services and further to enter into such contracts / arrangement / transactions as may be required for these purposes and executing such deeds, documents, letters, agreements, powers of attorney, writings, papers, as may be required, from time to time, provided the amounts of all such related party transactions shall not exceed the aggregate of upto Rs. 1,000,00,00,000/- (*Rupees One Thousand Crores only*) and on such other terms and conditions as may be mutually agreed upon between Archon, Brassco and W.L.D. Provided that any loans granted or inter-corporate deposits placed / provided by Archon to / with Brassco and/or WLD shall be at a rate of interest in accordance with the provisions of Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purposes of giving effect to this Resolution."

ITEM NO.5:

TO APPOINT M/s. GURVIR MAKKAR & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS TO FILL UP THE CASUAL VACANCY, CAUSED DUE TO RESIGNATION OF M/s. A.C. GUPTA & ASSOCIATES, CHARTERED ACCOUNTANTS.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8)(i) and other applicable provisions, if any, of

the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Gurvir Makkar & Co., Chartered Accountants, (Firm Registration No. 014293N) be and is hereby appointed as Statutory Auditor of the Company for the Financial year 2017-18 to fill the casual vacancy caused due to resignation of M/s A.C. Gupta & Associates, Chartered Accountants.

RESOLVED FURTHER THAT M/s. Gurvir Makkar & Co., Chartered Accountants, shall hold the office of the Statutory Auditors of the Company until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Chairman of Board of Directors ("the Board") in consultation with the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

**By order of the Board of Directors
For Newtime Infrastructure Limited**

**Place: New Delhi
Date: 10.05.2018**

**Amman Kumar
Chairman
DIN: 03456445**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the Resolutions set out at Item No. 1 to Item No. 5 and the reasons thereof is annexed.
2. Pursuant to the "Green Initiative in the Corporate Governance" taken by Ministry of Corporate Affairs, Govt. of India, in 2011, the Postal Ballot Notice is being sent to all the Members/ Beneficiaries, whose names appear in the Register of Members/ Statement of beneficial owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, the 11th May, 2018 i.e. Record Date. Any person who is not a Member as on the said record date should treat this Notice for information purposes only.
3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Notice of Postal Ballot along with the Postal Ballot Form through other permitted mode.
4. The Postal Ballot Notice is uploaded on the website of the Company i.e. www.newtimeinfra.in and on the website of CDSL i.e. www.cdslindia.com.

5. Voting rights of the Members shall be in proportion to the equity shares held by them of the paid up equity share capital of the Company as on the record date.
6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
7. The Scrutinizer's decision on the validity of a Postal Ballot/E-voting will be final.
8. In compliance with the provisions of Section 108 of the Act read with relevant rules made there under and Regulation 44 of the Listing Regulations, the Company is pleased to provide Members, facility to exercise their right to vote on the matter included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by CDSL. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "e-voting procedure". It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall be treated as invalid.
9. The Scrutinizer shall; after scrutinizing the Ballot Forms and after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company; make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, by Monday, the 18th June, 2018 before 5 P.M., to the Chairman or any other Director or the Company Secretary of the Company as authorized by the Board, who shall countersign the same.
10. The results of the Postal Ballot will be announced by the Chairman of the Company or any other Director or Company Secretary authorized by the Chairman on or before 18th June 2018 by 5:00 P.M. at the Registered Office of the Company and shall also be displayed on the Notice Board of the Company's Registered Office and Corporate Office. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.newtimeinfra.in and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the Stock Exchange.
11. In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the Member may send an e-mail to newtimeinfra2010@gmail.com. The Registrar and Transfer Agent/Company shall forward the same along with postage pre-paid self addressed Business Reply envelope to the Member.

PROCESS FOR MEMBERS OPTING FOR E-VOTING IS AS UNDER:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on Saturday, 19.05.2018 (from 09:00 A.M IST) and will end on Sunday, 17.06.2018 at (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Saturday, 19.05.2018 (from 09:00 A.M IST) and will end on Sunday, 17.06.2018 at (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 11th May, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no is enclosed along with the notice.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on

the resolutions contained in this Notice.

- xii. Click on the EVSN for the relevant <Newtime Infrastructure Limited> on which you choose to vote.
 - xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xix. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
 - xx. **Note for Non – Individual Shareholders and Custodians**
 - 1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - 4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
12. The Company has appointed M/s. S. Khurana & Associates, Practicing Company Secretaries (C.P No.13212) of New Delhi as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
13. All the documents referred to in Resolutions/Explanatory Statement will be available for inspection at the Registered and Corporate Office of the Company on all working days from 2 P.M. to 4 P.M. upto the date of declaration of result of Postal Ballot.

14. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders, if approved by the requisite majority as on the date of declaration of result. The result of the voting by Postal Ballot (with the Scrutinizer's Report) will be announced at the Registered Office of the Company on or before 18th June 2018 at 5: 00 P.M.

**By order of the Board of Directors
For Newtime Infrastructure Limited**

**Place: New Delhi
Date: 10.05.2018**

**Amman Kumar
Chairman
DIN: 03456445**

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.1:

To approve the borrowing of monies by Archon Estates Private Limited ("Archon") (Material Subsidiary of the Company) under section 180(1)(c) of the Companies Act, 2013

The growing business operations and future growth plans require to enhance the present borrowing limit up to an amount of Rs. 1,000 ,00,00,000/- (Rupees One Thousand Crores only),. (apart from temporary loans , if any, obtained from the company's banker in the ordinary course of business). Such enhanced borrowing limit would also enable the company to borrow for its routine business purposes.

As per Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, your directors recommend this special resolution for your approval.

None of the Directors and key managerial personnel and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

ITEM NO.2:

To approve the creation of security in relation to the monies to be borrowed by Archon under section 180(1)(a) of the Companies Act, 2013 and under Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

The Company proposes to enhance the limit of mortgage of and/or creation of security on the moveable and/or immoveable properties of the Company, in order to commensurate the same with the borrowing limit as referred to in the resolution at Item No. 1.

As per the provisions of Section 180 (1) (a) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the members, sell, lease, mortgage or otherwise dispose of or to create charge, mortgage, hypothecate or create any other lien, security interest and/or encumbrance over / in respect of the whole or substantially the whole of the undertaking(s) of Archon and/or any other movable or immovable properties or assets or cash-flows or revenues of Archon at such time and on such terms and conditions as may Archon may deem fit, provided that the total amount for which such security are being created to secure the Borrowings shall not at any time exceed

Rs. 1,000 ,00,00,000/- (Rupees One Thousand Crores only) over and above the paid up capital of Archon and its free reserves

Your Directors recommend the resolutions for your approval.

None of the Directors and key managerial personnel and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

ITEM NO.3:

To consent to disposal of assets and properties and pledge of shareholding of Archon under section 180(1)(a) of the Companies Act, 2013 and under Regulation 24(6) and Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

The Company proposes to sell, transfer or dispose off moveable and immovable properties of Archon (and/or any liabilities in connection therewith, if required) including by way of asset sale, slump sale, scheme of arrangement, scheme of amalgamation, scheme of merger, scheme of demerger, etc. and also proposes to create pledge over 100% of equity shares of Archon, legally and/or beneficially held by Vincent Infraprojects Private Limited, a wholly owned subsidiary of the Company and its nominee(s) as security for the Borrowings.

Your Directors recommend the resolutions for your approval.

None of the Directors and key managerial personnel and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

ITEM NO.4:

To approve related party contracts / arrangement / transactions proposed to be entered into by Archon Estates Private Limited ("Archon") with Brassco Engineering Limited ("Brassco") and W.L.D. Investments Private Limited ("W.L.D.") under section 188 of the Companies Act, 2013 and under Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

The related party contracts / arrangement / transactions proposed to be entered into by Archon Estates Private Limited ("Archon") with Brassco Engineering Limited ("Brassco") and W.L.D. Investments Private Limited ("W.L.D.") under section 188 of the Companies Act, 2013 and under Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, require a Company to obtain approval of the Shareholders of the Company by way of Special Resolution.

Further as required under Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, all material related party transactions (other than as specified under regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall require approval of the shareholders through Special Resolution.

Accordingly, the approval of the shareholders by way of Special Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulations 23(4) of the SEBI Listing Regulations 2015, to enable the Company to enter into related Party Transactions in one or more tranches.

The Board of Directors of your Company has approved this item in the Board Meeting held on 10th May, 2018 and recommends the resolution as set out at Item No. 4 of the accompanying notice for the approval of members of the Company as special resolution.

None of the Directors and key managerial personnel and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

ITEM NO.5:

TO APPOINT M/s. GURVIR MAKKAR & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS TO FILL UP THE CASUAL VACANCY, CAUSED DUE TO RESIGNATION OF M/s. A.C. GUPTA & ASSOCIATES, CHARTERED ACCOUNTANTS.

M/s. A.C. Gupta & Associates, Chartered Accountants, had resigned as Statutory Auditors of the Company due to their pre-occupation. Consequently, the Board of Directors had approached M/s. Gurvir Makkar & Co., (Firm Registration No. 014293N), Chartered Accountants, to act as the Statutory Auditors of the Company to fill up casual vacancy caused due to the resignation of M/s. A.C. Gupta & Associates.

M/s. Gurvir Makkar & Co., Chartered Accountants, being eligible under section 139(1) and other applicable provisions, as consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors has vide their resolution dated 10.05.2018, recommended appointment of M/s. Gurvir Makkar & Co., Chartered Accountants as Statutory Auditors of the Company for the Financial Year 2017-2018 subject to the approval of the Members

The members are requested to consider and approve resolution set out in Item No.5 of the Notice as Ordinary Resolution.

None of the Directors and key managerial personnel and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed resolution.

**By order of the Board of Directors
For Newtime Infrastructure Limited**

**Place: New Delhi
Date: 10.05.2018**

**Amman Kumar
Chairman
DIN: 03456445**